

# **Hungry Horse County Water and Sewer District Directors' Meeting, Tuesday, 19 May 2020 Minutes**

Directors in attendance: President John Rippe, Kimberley Hebert, Doug Wagner, Jamie Foster, Vivian Allen. No absentees.

Also present: General Manager Operator Ben Shafer and Bookkeeper Judy Rosenbaum.

Also present: Former directors who had not been formally notified by the President that their term was expired: Anne Wheeler and Walter Rowntree.

Prior to the call to order Ms. Wheeler asked for clarification from the President as to which persons constituted the duly assembled Board. The President stated that new members (Directors Wagner, Foster and Allen) had been certified and were now sitting directors.

President Rippe and Director Hebert are incumbent directors.

Director Wagner noted that the oaths of office for new directors had been filed at the county.

Ms. Wheeler graciously volunteered to take meeting minutes. Ms. Wheeler left the meeting at 9:05pm. A recording was also made of the meeting.

Call to order at 5:55pm by the President.

The president moved to approve the minutes from the 16 April 2020 Board of Directors' meeting. Second by D. Wagner.

Motion carried—unanimous.

RESOLVED: To approve the minutes from the 16 April 2020 Board of Directors' meeting.

## **PUBLIC COMMENT:**

Mr. Rowntree stated that he had tried to locate District by-laws at County and District offices and could not do so; he therefore suggested composing and adopting by-laws.

Mr. Rowntree also suggested two resources for those interested in learning more about financial management: *Accounting for Managers*, and an e-book, *Finances and Accounting for Non-financial Managers*, and stated he believed Projections and Balance Sheets are more important than Profit and Loss Statements.

Mr. Rowntree stated that Ms. Shuler from MRWS wants to come to the next meeting to defend the numbers they put forth at the public meetings for rate increase last fall.

Mr. Rowntree declined payment for the 7 water bibles he has purchased for the directors and staff from MRWS.

#### BOOKKEEPER'S REPORT:

The BK gave a fairly detailed presentation of financial concepts and processes for the new directors, and answered many questions, which was greatly appreciated.

The BK presented the financial statement for the year and for the month ending 30 April 2020.

Current bills are for CenturyLink (phone lines), Mahugh Fire & Safety (annual maintenance), Crowley Fleck, attorney (GMO employment contract), Northwest Pipe, U-Dig Utility Location, and Coram Water District (cost share), and Mr. Rowntree (water bibles). Payroll and payroll taxes for GMO, Back-up Operator, and BK.

BK will look back in notes to see why the \$15,000 contract services was budgeted.

BK needs to talk with Glacier Bank regarding a deposit figure which may be in error.

BK has a check for the snowplowman, but is waiting upon receipt of his independent contractor certificate.

BK will obtain the payoff amount of RD2 and suggested the Board transfer \$10,000 from the WFCU account into the Glacier Bank checking account and they pay off RD2 from the checking account.

The \$64,000 depreciation figure is actual real money in WFCU. About \$70,000 in liquid cash in savings plus the \$38,863 in checking.

BK will find out what "In One Year" is.

To date, since the public meeting where it was suggested, there have been no extra payments on any of the loans.

Discussion of Shannon Fraleigh, account 193.

Summary:

KB owns the well (on his property) that all three property owners (all having water rights to the well) were at one point hooked to, and KB would charge them a monthly fee for their water from his well. SF wanted to go on city water. This precipitated the current whole WD problem/issue.

SF was the only one who requested city water to begin with?

Mike was the GMO at the time, and unbeknownst to the board (why would the board need to know, given that system operations are in GMO purview?) cut into KB's main well supply line and hooked all three properties into city water there, without knowledge or consent of KB or NM(?).

KB was hooked into city water along with his own water customers, SF and NM.

NM didn't like it that the WD took her off her water right without her knowledge and consent, and got

an atty so she wouldn't have to pay for the water she was illicitly hooked into.

SF decided not to bother paying her WD bill when no one is in her rental, because she realized WD couldn't cut her off without cutting NM off, who has an atty to keep her from being cut off.

SF therefore owes quite a bit in back payment (WD account 193 on the past due list).

WD is not billing either NM or KB?

NM may want to stay hooked to city water but can't afford plant investment fee.

KB is unresponsive to WD contact by GMO. Situation has gone on for over 2 years.

At any time GMO can call contractor and have it dug back up and hook SF to city water.

Prior Board decided it should be done at WD expense, and the other accounts be severed.

What could KB do if WD came again on his property without his knowledge or consent to undo the problem the WD created?

Will SF be back-billed for all the unpaid usage? There is only one meter on the line.

Discussion about past dues and related matters. Normally a door-hanger is put on at 60 days and the customer is shut off if not paid. Moratorium for COVID affects that right now.

How to deal with past dues which can't be shut off, if moratorium is still in effect when these bills are normally turned over to the county.

SAS Properties has an abandoned service with a meter which has never been turned on/off? (indistinct) to GMO's knowledge.

Sales for the month totaled \$19,771.98.

President: Moves to pay bills.

Motion carries.

RESOLVED: To pay the bills presented on the Unpaid Bills Report.

Discussion of agenda.

BK addresses correspondence.

- 1) Bill Reynolds, he paid bill, had a returned check last month, \$9.72, refused payment by Glacier Bank for reason of duplicate presentment (BK: understands someone else submitted it electronically or other double presentment), he wants returned check fee removed, BK will send him a copy of the GB letter.
- 2) 2d notification from GB on a stale dated check, not caught by WD, Barry or Debora Goring. BK had written them their check of \$300 was refused payment for stale date, and will return check to them and second notice that their payment was no good

D. Allen: Moves the WD waive the late fee.

D. Foster: Second.

Motion carries unanimously.

RESOLVED: The late fee related to the good faith Goring stale check be removed from their account.



- 3) Century Link notification class action settlement—by 23 June any billing discrepancies BK submits on the claim form and CL accepts, CL will issue \$30/disputed charge.
- 4) A deposit from customer John Pouliette, re \$300 still being charged, issue was discussed with GMO a few months ago, and late charges as well. BK stated problem was resolved and the bill was for \$62 and no late fee; BK therefore replied to customer with an audit history and recap: April credit for gallonage 27,727 water usage prior to meter change out as well as credit for April late fee. March late fee had not been credited back but was since taken care of and will show on next bill.
- 5) Notification from FEC re 0% increase for the coming year.
- 6) Policy for coming year for state fund workman's comp, projected premium under BK code would be \$32.14 for the year; for GMO & BUO \$2021.20 (together), due to change in code from private to municipal. BK is looking at other options. Waiting to hear back from Payne West, the local broker if it can be changed so it is not under the municipal code. Insurance starts in July.

EK: Will check if there are any insurance rebates due to COVID.

#### NEW BUSINESS:

- 1) Intro of new and old directors.
- 2) Mission Statement.

Director Foster has a Mission Statement to present: "To provide and protect the highest quality and quantity of water and dependable service at the most reasonable cost to our consumers."

Discussion: WD needs something to keep the priorities right and easy to refer to in various situations that may occur so as to protect the district and consumers. WD can look at the statement and know which direction to take; it gives guidance on nebulous decisions to be made. The WD must have both consistent quality and high quality water.

D. Allen: Moves D. Foster's statement as the Mission Statement for the WD.

D. Hebert: Second.

Motion carries unanimously.

RESOLVED: That the WD adopt the following as its Mission Statement: "To provide and protect the highest quality and quantity of water and dependable service at the most reasonable cost to our consumers."

- 3) Website.

Discussion: BK has done some research, and more to do: Montana Rural Water/Rural Water Impact. RWI: \$300 one-time fee to build site, and \$425/year to maintain and keep it updated. Includes payment portal; there are transaction fees associated with that, which WD would charge at a set fee to the customer regardless of which payment method used. BK will check if WD can piggyback on State or DNRC website. BK has two other website designers from the Coram meeting she will check on to see what they offer, as well. WD will need a third party to do the portal interface with the billing software. BK lists other water/sewer districts already having websites with payment portals: Lakeside, Somers, Bigfork; a site such as this could also give access to minutes, rules and regs, bylaws, resolutions, public notifications, etc. Directors can use the sites to look things up. Online public notifications will save the district about \$700



in newspaper costs for just one set of notifications, and it can and should still be posted at the Post Office for those not having online access. BK will check compliance (rules and regs/MCA?).

Discussion re paying bills from bank vs website, and WD needs to be an option in online bill pay at GB. Some customers pay credit over the phone or mail money orders.

Discussion of agendas and minutes on county website in 2017. Would the county put agendas, bylaws, etc., there as well? BK will ask and find out what other districts do. BK understands county is only to do with the required filing of minutes.

Discussion of a private WD website: 1) How many would use a payment portal; 2) Will the \$425/year include them posting WD minutes and agendas, etc. BK will find out. Everything will be all electronic so it is just hitting buttons. Maybe have the site set up and then let it get outdated and then upgrade it later, have someone do it where we can upload and have no annual fee afterward. BK will get info from the two names she was given at the Coram meeting.

Discussion re surveying customers via the water bills on how many would utilize the site to make payments or other. Square on bill where people can call to pay. BK and GMO each get several calls a month from customers wanting to pay online.

Discussion on different payment options, Venmo, etc., all ending up accumulated into the GB account; associated fees vendors require. Latter passed on to payor at a set rate for any vendor.

Billing online time may be mitigated by savings in postage/cardstock costs.

Auto pay would definitely help reduce past dues, where forgetfulness is the problem.

HHWD could go in on a site with Coram or the rest of the Canyon—Canyon Water website.

GMO knows a reasonable priced local website builder, Stacey Schnegel—will consult with SS re running it, associated costs, etc.; SS will know the answers to many of the questions above.

Must be able to credit payments to proper account whether via interface with billing program or a print out where BK manually credits accounts. Paypal could be an issue with this.

President: moves on to Old Business, workman's comp

D. Allen: Still have new business—nominations for officers.

Discussion of positions.

D. Allen: Moves for nominations.

Ms. Wheeler: Does somebody want to be the secretary?

D. Allen: Point of order, secretary, by law is required to be a paid position and cannot be a board member.

Discussion that this had come up previously when BK was hired—it was recalled that the BK had stated at that time that it was Montana Code. Agreement by GMO and all old directors present.

Discussion that secretary is far more than a minute taker. The Board's job is to oversee, the GMO runs the system, and the secretary does the busy work—lots of it.

Discussion: WD BK traditionally filled this role till current BK was hired, who still does so in many aspects but felt that in order to participate in the meetings she could not be taking minutes. Proposition by GMO that meetings be recorded and BK then take minutes from the recording. BK: That is not the position she signed on for.

Issues with using a recorder—people talking over each other and not identifying themselves.

First things first: figure out a good pay scale and job description. Then look for a secretary.

Coram pays \$80/month for their minute taker, who also does other tasks the BK (same BK as HHWD) does not do; Coram secretary is looking to get out of it; doesn't like doing it; would not do it for HH.

D. Hebert: Moves the board do its due diligence to find, acquire, hire a secretary ASAP.

President: Second.

Motion carries unanimously.

RESOLVED: That the board do its due diligence to find, acquire, hire a secretary ASAP.

D. Hebert: VP?

D. Allen was going to nominate D. Hebert. D. Hebert declines.

No one else wants to be VP. D. Allen volunteers, but would rather someone else took it.

D. Hebert: Nominates D. Allen to take the position of VP.

D. Allen: Declines, stating nominations for President are properly done first.

D. Allen: Nominates D. Wagner for president.

Discussion as to whether that is appropriate, given that the current president is an incumbent.

Discussion of new(ly constituted) board vs. new board members. Board agrees it has no bylaws governing nominations and elections of officers. *Robert's Rules of Order* lays on the boardroom table at this meeting and at all times and has been referenced as the governing tool.

D. Allen begins to explain the standard process per *Robert's Rules*.

President: The president "will make it really easy on the board. Thank you." Throws his papers down in the center of the boardroom table. He is "done."

*Mr. Rippe leaves meeting.*

Reaction: Surprise and disappointment and advice that he will return.

Discussion: The need for bylaws.

D. Allen: Nominates D. Wagner as an interim president until Mr. Rippe returns. If he does—hoped that he does.

Discussion of nomination on table for VP; statement *Robert's Rules* states starts with president and goes in order. Some are not aware of what *Robert's Rules* may or may not say.

Explanation of nominations procedure in *Robert's Rules*. Debate if it is really so.

D. Allen reads verbatim from *Parliamentary Procedure at a Glance* (condensed version of *Robert's Rules*). "Nominations and Elections. Nominations. One outstanding duty of the citizen is to help choose the leaders of his group. This is done by means of nominations and elections," and more, at some length. Explains the current president can also be nominated.

Discussion whether that happens when new board members come on—if the whole organization as it stands changes. D. Allen again reads verbatim from *Parliamentary Procedure*.

GMO disparages *Parliamentary Procedure*. States that "*Robert's Rules* is the one that governs" the Board.

D. Allen: Explains that *Parliamentary Procedure At A Glance*, is an adaptation of *Robert's Rules* for small groups, it is not contrary to *Robert's Rules*.

D. Hebert: Moves that the matter of nominations and elections of officers be tabled so that it can be figured out.

D. Wagner: Non-debatable motion.

Debate continues with disparaging expressions from GMO, and desire for more clarity from others, reiteration that the president can be nominated for his same position.

Much garbled talking over of one another among old board members and GMO.

D. Wagner: It's an undebatable motion. The motion is to table until we get more information.

D. Hebert: Correct.



D. Wagner: All those in favor?  
Two ayes and one abstention (D. Allen).

RESOLVED: That nominations and elections of officers be tabled so that it can be figured out.

D. Wagner: Still finishing up New Business? Signers...

D. Foster: Moves to add Kimberly Hebert, Vivian Allen, Doug Wagner and Jamie Foster, the four board members who are not on the accounts to the accounts at GB and WFCU as signers to the accounts.

D. Hebert: Seconds motion.

D. Wagner: All in favor?

Motion carries, unanimous.

RESOLVED: That Kimberly Hebert, Vivian Allen, Doug Wagner and Jamie Foster, the four board members who are not on the bank accounts be added to the accounts at GB and WFCU as signers to those accounts.

D. Wagner: Question: does the board have an attorney?

GMO: Doesn't think so.

D. Wagner: Board had one when it had the water conflict with the well (Nancy Mann). But not a regular retained attorney. Or their atty sent a letter to the district about Nancy Mann?

GMO: NM used an appointed atty, but we didn't need an atty, NM's atty reached out to GMO [as GMO, or was that while Mr. Shafer was President of the Board?] and she (atty? NM?) was satisfied.

D. Hebert: Board doesn't have an atty on retainer. Just random stuff.

GMO: Board has used different ones in the last 10, 11 years he has been around depending on what their specialty was.

D. Wagner: The one who reviewed the contract? Mr. Rowntree's?

GMO: Someone Mr. Rowntree knows.

D. Wagner: Item #2, review and approve of the written Conflict of Interest Policy. Would rather see it tabled for the time being so board has time for other items and bring the COI back.

GMO: Kinda figured there might be an agenda going on.

D. Wagner: GMO thinks so?

GMO: Unfriendly "banter" toward D. Wagner and D. Allen re that and re Pres. Rippe.

D. Wagner: Moves to table the Conflict of Interest Policy, to be taken up at next meeting after more time to digest it.

GMO: Has everybody reviewed the policy?

D. Wagner: Not totally.

D. Allen: I'd like to do some more research.

Discussion—Is COIP part of bylaws or the whole [policy manual]... or part of rules and regs? BK joins in explaining the differences, rules and regs are operational, COI might be clause in by-laws; discussion of rules and regs and bylaws.

D. Hebert: Was COIP compiled by an attorney?

GMO: No, it was just a generic one Ms. Wheeler found.

Ms. Wheeler: It was reviewed by an attorney.

D. Allen: Was it reviewed by Mr. Rowntree's attorney?

Ms. Wheeler: I think it was. Crowley and Fleck.

(BK later states it was not reviewed by an attorney. BK specializes in accurate statements.)

D. Wagner: There's a motion, no second.

D. Allen: Second.

D. Wagner: To table the COI for now. All in favor?

Motion carried, unanimous.

RESOLVED: That COIP be tabled until after more time to research and digest it.

D. Wagner: Item #3, alternative unemployment insurance.

BK: That should be workman's comp.

BK: I got thru that (above, during state fund conversation).

D. Wagner: What about refinancing with Montana Rural? (Item #4.)

BK: Current payoff on RD Loan #2 is approx \$40K. WD has \$30K in reserve for that account for that loan; BK talked with Steve (Kundell?) at Rural Development to make sure that they have no problem with the WD pulling that \$30K out and applying it to that loan and then paying off the additional \$10K (from either checking or savings) for that loan, to save the WD interest on that loan; there are 7 years left on that loan. WD can definitely pay off the loan.

BK spoke with Anne Miller at DNRC who handles the revolving fund loans (RD 8 and 9); the possibility of refinancing the other two loans for sure exists—currently there are 27 years left on them, half a million in one and 176,000 in the other in principal due. Something else (SRD? loans ) are 20-yr term, may come into play depending what the interest rate is, looking at 7 years shorter payoff may increase the monthly payoff, but if we pay off RD2....

D. Foster: Did Ms. Miller mention anything about interest rate?

BK: Not interest rates but they were just given allocations and they do have some loan forgiveness programs—a lot of times RD tries to offload some of these loans. Definitely worth looking into and see what is available via Ms. Miller. BK found the preliminary funding (bonding) transcripts but has to locate the final transcripts and get them to DNRC; BK knows that Murdo handled the bonding; BK will contact Ms. Miller so she can start looking at possible refi options.

Discussion re bonding, why and how it helps. Lose your bonding, lose your financing.

BK: Suggestion: pay off RD2 by the end of the fiscal year; get that cleared off and that leaves the WD \$2500 a month not going out; take it to the bank as well as additional into savings; if the telemetry is \$25,000 you can pay that outright, you're not paying interest, plus all the other rigmarole you have to go thru to get a loan for that kind of money, continue to put money away to fund a reserve. WD is paying \$30,000/year in interest on the 3 loans

D. Foster: If WD pays 1 more payment during fiscal year, that's \$2500 during this fiscal year so Board is talking about somewhere around \$7500 out of pocket.

D. Allen: Moves to pay off RD2 before the end of the fiscal year by moving the \$30,000 from WFCU reserve account into the GB checking account and paying off RD2 *en toto* from checking.

Miscellaneous minor issue discussion.

D. Wagner: I'll second.



D. Wagner: All those in favor?  
Motion carries, unanimous.

RESOLVED: That WD pay off RD Loan #2 before the end of the fiscal year by moving the reserve amount for RD#2 from that account at WFCU to the WD's GB checking account and pay off the full amount of RE#2 from the GB account.

GMO: Suggests the board advance to Item #5. [Alternate bid status for equipment replacement/redesign.]

D. Wagner: Yes.

GMO: Received a bid from SEN Electric Service Inc., Steve Nutelli(?), who did telemetry for Martin City; it is a lot cheaper to go with the Siemens, the caveat being that it is still phone line based, so the same as the Devin's proposal for \$27,000 that would have offered a way of eliminating the constant phone bill; some of that will go away but we'll still be paying what we've always paid in phone lines. A dissatisfaction with Mr. N. is that GMO had some contra recommendations, he doesn't necessarily always do the best work or is hard to engage with. GMO asked for a proposal and Mr. N. sent "Estimate for 5 Siemens telemetry tank level control using existing lease component service lines for 3 wells: Labor and materials \$17,500." GMO: What does he compare it to when he can't tell the details or if everything that needs to be is being satisfied. Devin, on the other hand gave him many specifics: what equipment was going in in each spot, what the cost breakout was. Devin's proposal is actionable later on. And it's a lot higher proposal. \$27,574. Pretty high; it's for more capability than we have now, really nice system, nice thing about Allen Bradley, there are a lot of people around here certified to work on it, which is why GMO went in that direction in the first place.

D. Wagner: With the 27 there would be no phone line charges and would still be paying for ...

D. Foster: What's the proposed savings, from year to year?

GMO: Not totally positive about that off hand, because part of Devin's bid was to have a phone line still here (PH3) and to move all telemetry which is currently at PH1 on 1<sup>st</sup> Ave S to PH3; reason the phone is needed there is for the sensi-phone dialer which calls if there is a problem, Martin City had one, it works really well. Coram has one; it needs better configuration—GMO has gotten many false alarms. What is the savings...

D. Foster: Is that one phone line now, not two?

GMO: Phone line to tower should be eliminated, and to PH2 eliminated and PH1, so one phone line and maybe a backup so a minimum of 2 landlines. GMO doesn't know what the per line monthly is, about 30, so saving \$600/year over the course of ... [about 37 years to break even, if considering just that savings].

D. Wagner: What does it use to start the other pumps?

GMO: Radio, which is part of the higher expense of the initial system. 900 Megahertz, 6 dvi(?) on the directional antenna, protected radio things are a little more expensive for the units up front.

D. Foster: For the old units we have now that hardly anyone (can be found to) work on?

GMO: This is a whole new system but it still communicates by a phone line.

This part of it Steve would support and all our hardware would be modern; it would send its signal through internet, the caveat is still have phone. GMO feels comfortable going forward with Mr. N. based on this, if he is willing to put thought into a proposal and be specific and research the components to know just what the WD will have; that may be worth pursuing.

D. Foster: On the flip side, can Devin similarly install a system like this? For \$10,000 less?

GMO: Would need to ask him to bid it out that way. Another reason GMO is not ready to make a recommendation right now is that after last meeting with Devin, he asked for tiered solutions as well as



the original bidded system, e.g., just with a new controller (the main problem with the current system), didn't get a response. Or something in between, e.g., new control system but still phone based, but GMO has a bunch of unanswered phone calls and emails.

GMO: Found an additional source, potentially cheaper, not thrilled with who is doing it, might be worth talking to Devin or if someone else will put in a similar hardware set to what Mr. N. was proposing, but someone who will do better. Feels Mr. N is worth trying digging in deeper with, they have only been in contact for about a week, and Mr. N. also got the GMO a proposal for Coram. It's a big purchase and he doesn't want to rush it; The need is not ultra pressing, he doesn't want to have a wrong answer to give the board. It's worth more digging into. Summary—needs to find a second source and a lot cheaper, not confident to go forward with info lack Mr. N. provided.

Discussion of potential \$15,000 contract services plus the \$6500 in repair and maintenance, budgeted so far but not needed. GMO is going to spend some \$\$ in the next couple months digging up and repairing services. Recommends budgeting \$25,000 for telemetry.

Discussion about breaking it up between the two fiscal years—it can be carried over to the next year if needed.

D. Allen: Recommends the Water “bible” chapter 9, “What in the World do You Do With the Experts?” has excellent info, how to deal with an empty piece of paper like GMO held up; would really recommend taking the advice in this chapter. GMO will brush up on Ch 9.

D. Allen: Does Rural Water have people they recommend to the state—referrals to these kind of people; HHWD can't be the only one with the issue.

GMO: Worth asking someone at the top—regional person no real help.

D. Allen: Yes, let's do that. And get references from the contractors from those who have used them—happy with the work?, a good deal?, easy to work with?

GMO: Hoping next week to go to Hot Springs, which has the system Devin was proposing, almost identical and their operator seems on board for him to come out and take a test drive in person.

Discussion that support for the existing system is ultra expensive due to location of technicians who still support it.

GMO: Sand Creek: Got a call today from Romney Philpot, USFS atty asking about HHWD current status. From USFS position, this has been held out many months, happy to accommodate so far and not have to go before the Water Court.

D. Wagner: Extend it out to the first of the year?

GMO: Sure, will ask RP to extend it out for another 6 mo.

D. Foster: What's he asking? What are we asking, for it to go in front of the water board? Not asking us to just sign over...

GMO: Right. Not to go before the Water Court. If USFS stops requesting extensions for the WD, it will go before the Water Court; right now it's scheduled for 25 May. The language RP has been using is USFS position is WD can't prove WD has used it in the last ten years, and according to the Water Court (allegedly) that will be the basis for—whether or not that's an abandoned right that will just be dissolved. It seems the burden that will be on the WD to retain that right and keep it would be to prove that WD has been using it—GMO doesn't know how WD can do that.

D. Wagner: Some of the info acquired from dif people (and is waiting on them to get back to him with further info): don't necessarily have to prove use because there is a change of usage that can be claimed—downstream use at a further date, if WD wants to sell water; it's not that WD hasn't used it



since approx. '86, physically not hooked to WD system, but it's still a right that WD owns from 1948; it does have some value.

Discussion of RP's role, and just what to say to him or the Water Master. If RP won't get another extension, GMO should reach out to Water Court and request the continuance.

D. Foster: Went to a 4-hr water rights class in March w/ regional director of DNRC—Flathead, Lake, Lincoln and Sanders counties, and asked her, if Sand Creek matter goes to the Water Court—we haven't used it since whenever—it's on FS property across the river, will they take it because we haven't used it. Regional director highly doubts Water Court would take it away from WD based on that—aid that Water Court is leaning the other direction re taking it for non-use, it does not equate to abandonment. The fact that WD hasn't used it ...

D. Hebert: But WD hasn't had use in place.

D. Foster: Director didn't have all the details but doesn't seem to think Court will take it from WD. (Is this why RP keeps doing extensions for us?)

D. Foster: The interesting thing is, it just simply goes back into the system. So then it's available to anything downstream. It's not as if suddenly the FS has it—it goes back to the government...

GMO: Right, it came to the attention of the Water Court, the Water Master, they know that it isn't being used, they aren't coming after the WD water right.

D. Foster: Right, but the interesting thing is that the South Fork of the Flathead also has one of several types of limitation on water, so it may or may not get reused once they do pull it because there is some version of a moratorium—there are different moratoriums and complete shut down—on that stream... a water right that goes back to 1948 is way stronger priority...

D. Hebert: First in line, first in time...

D. Foster: So if WD gives it back and then WD falls back on one from 1978 and somebody downstream starts using a bunch of water that starts lowering the WD water, the WD could actually lose water.

D. Hebert: That's all the WD has to say; it does not have to be shown that we have a use in place—first in line, first in time.

D. Foster: That's basically what the director said is that in the past it has been—it hasn't been used in 10 years so it has been abandoned, but currently the Water Court is (indistinct) a little more on the other side—that's not the same thing as abandoned.

D. Hebert: Because of all the water adjudication that's been going on.

Ms. Wheeler: Believes the board should write a letter directly to the Water Court. Doesn't have to say anything except that WD wants to retain its right.

D. Allen: Nothing's actually been officially abandoned.

D. Hebert: Has the board done anything in the past, officially responded whatsoever with any kind of notice saying that we would abandon it?

GMO: No, there was verbal conversation with RP; only thing is, GMO asked the FS to draft WD up a letter that said if WD did abandon it WD would not be responsible to remove any appurtenances associated with it.

D. Wagner: And then the FS said they weren't going to touch it because it would do more damage to the environment...

GMO: RP wrote a letter saying if WD abandoned it, WD would not be on the hook—that is not WD saying WD abandoned it at all.

D. Hebert: Another caveat—there's nothing around it that would allocate it in any future time as a SuperFund site...

GMO: Wooden pipes.

Agreement all round it is in FS best interest for WD not to dig it up.

D. Hebert: Is WD paying taxes on it?

GMO: No, it doesn't cost WD anything.

GMO: Doesn't know, how strongly FS wants that—it might just be an action item of RP's list, just something nagging to be taken care of, probably a lot more important to us than it is to them.

D. Hebert: Why not direct a letter as a first step, so that there's a paper trail right now, indicating that WD doesn't want to negotiate and we want to keep our rights.

GMO: Believes letter should go to the Water Master—basically the judge of the Water Court.

D. Hebert: Cc the FS atty.

GMO: Water Master?FS atty? basically said WD will have to prove it uses it, but GMO can write a letter declaring the WD intent to maintain the water right; can speak with the Water Master and see if that will be sufficient to resolve this; if not, request an extension so that the new board/WD can mount whatever the next step is if it has to go before Water Court. Is that how board wants to proceed?

D. Hebert: Yes, the WD needs to start a paper trail.

D. Wagner: Need a motion for that.

D. Hebert: Moves the above.

D. Wagner: Second.

D. Hebert: All in favor?

Motion carried, unanimous.

RESOLVED: That GMO contact the Water Master to see if a letter from the WD of its intent to retain its water right will be sufficient to resolve the Water Court issue, and if not, GMO will request a six month extension so that the board can decide what the next step before the Water Court should be.

D. Allen: Back to the discussion—there are different kinds of water rights as well, waived and non-waived, so this may not necessarily be what the USFS is representing it as, as of course they're on the other side of the table.

D. Foster: The different points of use that can be reserved or something?

D. Hebert: WD will want to put the legal description.

D. Foster: Basically everything found on the water court sounds like they know what they're doing; let's say WD is not giving it up; if they decide the other way, then WD gives it up, but, saying don't worry about it, the WD doesn't want it isn't quite...

D. Allen: WD has plans for future use, because, at some point that water downstream may pay off one of our loans a little earlier.

D. Wagner: Way earlier.

D. Hebert: Pay our secretary.

D. Wagner: Talked to an atty in Kal about this, will continue to pursue that for more input.

*BK leaves meeting.*

*Ms. Wheeler leaves/has left meeting at approximately the same time.*

D. Hebert: Needs to leave. Anything to vote on?

D. Allen: Moves the non-existent secretary write letters of appreciation for the outgoing board members' dedicated service, to be approved by the president for his signature on behalf of the board. Agreement and discussion of minor details.

D. Allen: Is there a second on that?

D. Wagner: Second.

Motion carried, unanimous.



D. Foster volunteers to write the letters as board has no secretary to write them.

RESOLVED: That D. Foster write letters of appreciation for the outgoing board members' dedicated service, to be approved by the president for his signature on behalf of the board.

*D. Hebert leaves meeting (after 9pm).*

Discussion of meeting on another day soon to deal with other things—rules and regs, etc.

D. Foster: If it hasn't already been done, would be nice to collect by-laws from other water boards so as not to start from scratch.

#### GENERAL MANAGER/OPERATOR REPORT:

GMO: 4/20—sent Chris Fisher an application for new service on 1<sup>st</sup> Ave N, not received it back yet. He is the contractor for a Texas owner and it is ready to hook up once paperwork is in.

Replaced meter pit for Perry Perot—full of sand.

4/25—Craig Johnson tried to find his leak, broke the service line to/under garage; curb stop not functioning, top of valve key broken off, dug up 3 main line valves to isolate that part of town and shut it off to put new shut off valve at point of leak, then turned main line valves on, no calls from services temporarily affected.

4/26—service check for C Johnson; he had installed a new service line from point of break to the house, and that fixed the original leak problem. Curb stop at meter pit still not functioning, has to be dug up. Is added to list of services due for repairs.

4/27—call to Devin Booker about telemetry—he will update his bids from Jan—not seen update yet. Voicemail from new customer about billing transfer—sent it to BK.

Turned on Jimmy Dowling on 1<sup>st</sup> Ave S.

4/28—met with Shane from Martin City Water to check out their telemetry set up, IntraLink LC150 installed by Steve Nutelli—have one less site than HH, system cost them a little under \$10K and it's phone line based. Their pressure tank sending unit is still at their tower.

5/1—installed a new post and remote at the Seaman trailer on 1<sup>st</sup> SE.

149 3d St S rental, attempted repair, moved curb box at top, couldn't get key on it, needs to call UDig to dig further, hopeful it can be repaired without excavation.

5/2—installed new post and remote and wire trench for Kristy Winters, 8<sup>th</sup> St W.

5/6—delivered water “bibles” to new board members.

5/7—4 UDig locates, surprise visit from Bobbi of Rural Water, contacted D. Allen about list of requested docs and forwarded requests to BK and Ms. Wheeler.

D. Allen: Has not received hardly anything.

GMO: Doesn't know if it would be right to print that much paper and use a whole ink cartridge.

5/8—geotagged gate valves 1-28 for our valve mapping system, will be uploaded into system map. Mainline valves, GMO has arbitrarily named them starting page by page upper left corners, in the [blue?]prints as they had no names/numbers assigned to them.

Attended a webinar on disinfecting water systems for additional CECs to keep up GMO's certification. Turned off and on again Jimmy Dowling's red house—they were trying again to fix a leak.

5/11—took a bacteria sample from Darlene Wagner's meter pit on north side, negative result.

5/12—met with Mr. Nutelli about telemetry systems, who thinks HH can do a similar set up to MCity, GMO did a tour of the MCity facility, as did Mr. N of HH's facility, expressed concern about moving the transducer away from the tower and into a pump house—would pump turning on give a surge?—



there are ways to address that, it'll need to be thought through. Since there wasn't detail in Mr. N's proposal, it isn't known if that is part of the proposal.

5/13—met with Pr. Bickle from Canyon Baptist who has decided to hook up to city water, Wyatt Johnson will come out to cut the service line thru the bedrock, CB suggested possibly adding two services, one for each side of the main in case they want to build anything north of where the main comes down the hill, GMO thinks that is a good idea, and makes HH more money. Their application was signed and paid for last fall. CB and WJ will meet and mark the intended route for the line and call in UDig for along the route. GMO will tap it up near the main which has already been dug up once it's not bedrock (garbled) somewhere where the main passes down that big hill out in the service right of way for it. Where they put their service line is up to them but GMO wants to accommodate that reasonably so they can mark the route they think will work best through his property, and WD will meet them at the right of way.

5/14—asked Mr. Kavanaugh his opinion of how to handle the few services in town that have broken curb stops. 1) dig back to main line and shut off corp valve, 2) turn off system valves as in the CJohnson case. 3) Mr. K. suggested CFalls Water will bring out liquid CO2 and blanket and freeze the line at the valve for \$175, less than the digging up of the other two options, and doesn't put anyone else out of service.

D. Wagner: Still have to dig down to the curb stop, go back from it, freeze that out...

GMO: Right, but not like with phone and other underground lines,

D. Wagner: and cut pavement

Discussion.

GMO: Also 5/14—created a maintenance schedule to define WD daily, weekly, monthly and annual tasks; also a maintenance spreadsheet that GMO will feed in with GPS data once all valves are tagged; clicking on map will show description, history, link to a spreadsheet telling any problems, what its (indistinct) is; drafted a 3 pages job description for District Manager, requested last month.

5/15—coordinated emails, agenda, all the back and forth meeting stuff.

Received digital versions of the HH as(?)bills from TD&H, he had only had paper copies. They only send the system map, all the valves, all the stuff that's there, a blueprint of the whole water system in PDF which is helpful when out in field, vs. a large book. What GMO really wants and is still trying to obtain is the base files for it, not just the PDF. Something that is geotagged, and can interact with, the actual CAD files.

5/18—call came about property at intersection of 5<sup>th</sup> St W and River Dr., little tiny triangle on the corner—it is unclear from WD records whether they ever paid the plant investment fee. There is a water service there, meter, pit, no remote, best GMO can tell, no service line. They never actually used water there but have been continuously paying their water bill (base rate) since 2008 (they are a little behind on it right now).

D. Wagner: There was a little shack there for awhile.

D. Foster: The one living in the shack is not the same one that put in the septic and water?

GMO: Right. Never been a remote on the service. The person who called GMO wants to hook up to the water, what will it cost? It's not an abandoned service so no \$500 abandonment. The presumption is Mr. K wouldn't put a pit and meter in there without having a plant investment fee paid (indistinct), but no records of that—but if they have paid the base rates for 12 years and not used a drop of water, if they want water WD shouldn't ding them since we can't prove that they didn't pay PIF in the first place.

D. Wagner: Don't think they tapped the main and put in a service line?

GMO: No way to know that without digging it up, what happens past the meter pit. It doesn't seem like it's...

D. Wagner: Why would anyone put in a meter pit, and a cradle and not have a line?



GMO: Why would someone not leave a whip sticking up or something?

D. Foster: It had something to do with getting around septic covenants. Not the current owner. The current owner has been trying to sell it; it's been on the market for about 3 years. Because WD doesn't check covenants, not our responsibility, can't legally require covenants down there via structure on that one; by putting in water and getting septic approval the owner has trained half the neighbors into not complaining. Back in the 90s when they did all that development, some ne'er-do-well sold off half of the lots. So likely it all has to do with getting around the covenants.

GMO: The caller was told they are probably the 50<sup>th</sup> person to call in two years and ask about it yet whenever people find it hasn't ever sold, it hasn't ever been built up, something's wrong.

D. Foster: They mailed letters to everyone to see if the recipients would sue if they put a tiny house on it. If it was a tiny house and not a trailer, probably shouldn't push it. When it was under contract a little while back. Doesn't know what the rest of the neighbors told them, but why object if they were going to put a nice tiny house on it for an atty to be able to sue them for not putting a tiny house on it.

GMO: Told the customer he would be leery about buying it because all of all these folks asking but no one ever buys and builds on it, but no one has ever called GMO back to say why until this time—it is the covenants which are the problem.

Also 5/18—created manager report now reading; followed up with Mark from CFalls Water about the freezing method—he has a new boss and needs to confirm with boss if he can still contract out to other districts; they only need a couple days' notice for them to be out to HH, GMO would dig up the couple services which need to be done on the same day, then get CFalls out and have them all done.

5/19—BUO read the south side meters, called for location of remotes a couple times; asked if he could fly solo and doesn't want to split meter reading as GMO and former BUO did, just be retired and on call his two days of the week. But wants to be sure he knows where everything is.

Call from USFS RP related earlier, weed whacked at PH1, and got bid from Mr. N.

D. Wagner: Fire hydrant on River Rd and 2d? Repair will be made? Tipped over. Hit by snowplow or backhoe. Fire protection concern.

GMO: Believes it is still functional, not leaking. Replaced hydrant by GMO's house this year—first time replacing one. This one needs to be changed out now and as long as break is near the top he'll know what to do.

Will be calling in next couple days 6 WD hyper-chlorine-sensitive customers to notify chlorine treatments about to start, and start in on valve maintenance, part of which is flushing hydrants at which point he will know whether the hydrant in question needs to be replaced.

D. Wagner: The hydrant is shut off at a shut off valve, not just at the top of the hydrant?

GMO: No—that's what makes him think it's still functional—been that way since WD had 3% loss, so if it were leaking it show up in numbers. Not satisfied with 16% loss. He has had the loss as low as 3% and there is no reason he can't do that again. At this time of year, greening will help reveal leaks.

GMO: Any other business?

Discussion re next meeting—special meeting to address additional items.

D. Wagner: Did Rita do the bookkeeping and the secretary job?

GMO: She did.

D. Wagner: And why doesn't Judy? Is she not getting paid equal or more than what Rita was?

GMO: Thinks that would be a question to ask BK.

D. Allen: BK is not getting paid equal or more because from her own mouth she bid what she bid and apparently, my understanding, the secretary wasn't in what she thought she was bidding on.

GMO: Right.



D. Allen: So she bid what she bid, so she got the job, that was all fair and square; the bid had nothing to do with whether she is secretary or not; it had to do with the job description.

D. Wagner: Rita did the same thing but was she doing it for more money or less.

GMO: A little less than \$24,000.

D. Foster: The thing is, isn't the Coram Sec doing it for \$80? We're not going to find someone to do that for \$80/month. With the added...

GMO: No. Coram secretary's basically donating it; her husband's on the board.

D. Foster: Like a volunteer. The situation is a rock and a hard place, yes having a bookkeeper who is also the secretary, you pay them \$100 a month extra (laughs) to do both. But finding someone to be the secretary and do all the extra duties that come along with it, besides just taking the minutes for \$100 a month isn't really—

GMO: Nobody other than Mr. Rowntree comes to GMO's mind who would want that job for \$80/mo.

GMO: If the Coram sec will put together a description of what she does, he's willing to look at it and entertain taking the notes for the Board--GMO already works for the WD and wouldn't charge any extra for it. If it's minutes, a few emails and posting it to the county, it seems manageable. He's fine with the idea of recording meetings and going back to the recording.

D. Foster: Need to solve the issue of not being able to tell who's talking on a recording. Each speaker state their name.

D. Wagner: At the meeting he recorded it was totally chaotic.

GMO: If the board follows *Robert's Rules* re whomever has the floor; GMO would like to see more of the proper procedure.

GMO was the previous president of the board and observed that principal of Run the Meeting from the president before him (Eva). That was the responsibility.

GMO shares info on a new board member training course in Kalispell he found to be quite useful. Recommends it.

D. Foster: *Robert's Rules* is even more important for the one taking minutes on a more permanent basis from a recording. Three hours and forty minutes of going thru notes is ridiculous. Would be nice if meetings are an hour long. Once by-laws are updated with COI, etc., all these things taken care of, the meetings will be paying the bills and new business and whatever.

GMO: 20-30 minute meetings most of his time with board. Realizes now it was because there was a lot which was not being done.

D. Allen: Has some items to put forward to hopefully help rectify these—similar to what GMO is doing on the operations end of things.

GMO: Believes it is a tall docket for a year—takes a lot to correct the course.

Discussion of how the state & county passes buck around, can't get answers from anyone on who dictates policy for the water board—by-laws is where it's at. D. Wagner states there were none when district was formed, that much is known. Former GMO Mr. K. would have known and he said none, tho' Coram has them.

GMO: Boxes of WD records are not presently very useful—not sorted in any order. GMO will document records digitally going forward, so can find things quickly.

D. Wagner: How many valves did he find? All?

GMO: All that he looked for—they've all been turned in the last two years. He hasn't gotten to the end of the book yet. 28 of them done. NW corner for most part.

D. Wagner: Found one other day on South Fork and 3d or 2d.

GMO: There is one not on any blueprint, and hard to find.

Discussion of different system details. He'll tag it this year. This is why he wants the real files, so can



add relevant info in. TD&H didn't consult HH, tried to posthumously draw up the system already in the ground based on best info they had.

Discussion when to meet again, and to notify the other directors. More discussion of role and need for secretary.

D. Wagner: Is the BK bonded and insured and so forth? Assuming so? A criteria for a bookkeeper? No one knows.

Discussion on RD loans/paying off RD#2.

GMO states the rate increase allowed the payoff to happen.

D. Allen: Moves that the board authorize GMO to purchase a digital recorder...

GMO: Don't have to do that.

D. Allen: Points out the motion is still in progress. ...so that the board can record the next meeting and if GMO decides he wants to be the minute ... (interrupted)

GMO: If he orders a recorder now it won't be here by Fri.

D. Allen: If you don't mind...there may be one down at Best Buy, etc.

CMO: Maybe.

D. Allen: ...or check out Radioactive; then can definitely have the board meeting recorded and that should cover all bases.

Discussion by GMO that the board should use D. Allen's recorder instead.

GMO: But as far as authorizing GMO to purchase it, the understanding since he has been there is he needs to come to the board if he needs to purchase anything in excess of \$5000, the limit set for him and what Mr. K always worked under, so if the board wants chairs it doesn't take a motion, GMO has power to make those decisions.

D. Allen: Ok, but is just stating that is a way out of the potential dilemma GMO had brought up.

D. Wagner: To have a meeting without a secretary/recorder.

D. Allen: Yes, so if GMO is able to obtain a recorder by then the board can have a digital record of the meeting.

GMO: It doesn't seem likely GMO could obtain one.

D. Allen: Won't know unless GMO tries.

Geek Squad, etc., suggested.

GMO: The problem is GMO has already made his trip to town for the month.

D. Allen: It's on WD time. Does that seem to take care of the secretary matter?

GMO: Trying to understand the urgency of having a special meeting. Next monthly meeting, why not then.

D. Allen: There are quite a few matters which ought properly be settled prior to next monthly meeting so that monthly meeting's time necessary for budget consideration, etc., needn't be spent on a lot of catch up matters.

Motion re recorder remains derailed and on the table—no vote taken.

Argument with GMO over agenda, no matter how D. Allen is willing to accommodate him.

Long discussion on Pres. leaving the meeting. It was weird.

GMO steps completely away from previous affirmations of *Robert's Rules* to argue for improper behavior and procedure.

D. Foster: Would like a resolution of Pres. Rippe issue before the board having a special meeting.

D. Allen: Will certainly defer if the other two directors would prefer not to meet.

GMO picks up his argument against proper procedure at quite some length.

D. Allen: Typically, elections are done annually; in this case, though, with an election every two years it's done every two years. But typically it's annually in your average board, agency, business, whatever.

D. Foster: It's in the by-laws.

D. Allen: Exactly. Every year things start new, though obviously things are continuing. Typically, the by-laws state every year but in WD it would be every two years. That gives everyone on the board a say who they want for their officers.

D. Wagner: It doesn't mean that has to change officers.

D. Allen: Right. And that's fair. That's how *Robert's Rules* is: fair. And if the board all wants to keep the same officers it does that, if the board doesn't, it doesn't. People are nominated and then decline if they don't want to and that's the end of it. And then someone else can be nominated or you can have three nominations from the floor and people vote for who they want and there's a process as to how the vote goes down, different boards do it differently.

D. Allen: This was not some plot to assassinate Mr. R. This is just standard parliamentary protocol.

GMO: Argues the case that it was a departure from tribal practice.

D. Allen: That doesn't matter. There're no by-laws; GMO has stated to D. Allen that the board goes by *Robert's Rules*—and then all this hoopla for doing things correctly. Why not just do things right all the way and nobody take personal offense; the rules are there precisely to prevent this kind of thing from happening, so it's not personal stuff; it's that's the rule, that's how you do it, it has nothing to do with personalities, it has nothing to do with new board members/old board members, that's why *Robert's Rules* exist, and the *Parliamentary Procedure at a Glance*, if one reads the preface are a simplification of that for small groups like the WD where things are typically a little more informal and not as down to the nitty gritty of a thousand details. PPG has a few small changes from *Robert's Rules* just because in small groups it's more beneficial to use the few changes by author, a professor of parliamentary procedure.

D. Foster: How does D. Allen see the by-laws, as those being a special meeting?

D. Allen: The proposal in mind was to appoint a by-laws committee, to encompass everything that has to do with some protocol, from COIP to employment to Rules and Regs to by-laws, constitution, Manual of Procedures; a board go-to resource. In the water bible, Platte Water District has a website where they have all that available—a resource HHWD can go to and if the board likes it, can copy their website, what they do, find someone to do it; Platte has their Policy Manual right there. Board needs a committee of interested people; they can notice their meetings and work outside the main meetings over the next year or whatever it takes and then get it all put online.

Discussion in agreement, and using others' by-laws, employee policies for reference.

GMO: Shares opinion that D. Allen, instead of being cooperative with the tribal habits tried to ram her ideas through; that is the tribal perception, and it was pretty off-putting.

D. Allen: Yes, you're right it could be off-putting, but let D. Allen get thru a little background. Ms. Wheeler quizzed D. Allen on did I have any board experience, so I assumed Ms. Wheeler, and it sounds like D. Hebert and probably some other people here—GMO has experience, too—had basic knowledge of these things. Apparently not, maybe their boards run by whole different by-laws

D. Foster: So the impression was given that they had been on things that had regularly scheduled elections.

D. Allen: Yes,



GMO: No two boards run the same.

D. Allen: Is aware of that. But *Robert's Rules* are the same and by-laws typically very similar everywhere, with tweaks for what that organization needs. Then, Ms. Wheeler had asked if anyone had additions they wanted on the agenda, a couple days ago. D. Allen requested nominations please be put on the agenda, and the next agenda that came back had no nominations on there, which was very disrespectful, and instead it had on there this new language about who will take office the 1<sup>st</sup> of June, whatever, and talk about off-putting, it's not all a one-way thing. So then D. Allen contacted Mr. Rippe, because he's the president, and sent him an email; he sent to the board that D. Allen had emailed him and that email was available to anyone who wanted to read it; D. Allen went thru some things with him very politely, not ramming anything down anyone's throat, and he came back with an email to everyone that the board would be meeting tonight and asking people to review what they had already been sent on expiration of terms of office, then he said nominations and secretary will be under new business. Then Mr. R didn't bring it up under new business. I asked Ms. Wheeler meanwhile (before the meeting) please put the nominations on the agenda for tonight because here's Mr. R's email. D. Allen went thru all the proper channels. D. Allen is ex-military and knows all about the chain of command. GMO: Changes his stance to an argument of confusion and how Ms. Wheeler (mis)interpreted a clear email, and that D. Allen shouldn't take offense.

D. Allen: That was how it was taken, no offense. Understood Ms. Wheeler either hadn't read Mr. R's email, tho' she was on the send list.

D. Wagner: Mr. Rowntree, too. They both came to meeting.

GMO: There was confusion.

D. Allen: What is being stated is that Mr. R himself in his email said that nominations would be under new business and he never brought them up and he was moving into old business and at that point I reminded him, that's what happened, and from there it just degenerated; as president he should have said, "That's right, Vivian, I was going to have nominations on the agenda; they are now in order. Let's take nominations from the floor," at that point it would be president, but that didn't happen, then it turned into a (indistinct) situation, but D. Allen's intent was never to slap anyone in the face—or assert that D. Allen has some special knowledge that everyone else should follow. GMO himself had prior stated to D. Allen that *Robert's Rules* govern the board, and Mr. R had stated nominations were on the agenda.

D. Foster: You can open the by-laws if you have them and say this is what we do.

GMO: It was everyone's understanding that there would be nominations for the recently vacated positions.

D. Allen: Because no one has done things properly here, for a long time it's been that way, it's been a tribal thing—but D. Allen would not know that coming in new—AND with the prior statement by GMO at the Feb meeting that *Robert's Rules* govern in matters of dispute, and board accepts nominations, and then why was everything suddenly going haywire.

GMO: Felt D. Allen should defer to the group and feel out the room and see they were not expecting to nominate for president, maybe board needs to have a specific citation that says the proper thing to do rather than oh let's go ahead and nominate. GMO states he knows these board members from working there.

D. Allen: Great, GMO is a pro. Nominations, however is an incidental main motion and can be made at any time; typically it's made at the beginning of the first meeting with the newly constituted board, biennial in the case of the water board. Could be done annually, too, but biennially probably makes more sense.

D. Wagner: Is ready for the motion to adjourn.

Discussion of date and time for next meeting.

GMO: Wants to facilitate, but also wants some professional separation as general manager where he is not put in the middle of board conflicts.

D. Allen: On that topic, suggests GMO stay out of trying to move board business along by saying "is there a second, is there a motion," etc., just to keep the separation clear, not a personal thing. Point your finger at the president whoever he is.

Friendly discussion.

More discussion on date for next meeting.

GMO: Suggests sending a message re another meeting vs. setting a next meeting date at present in order to adjourn this one.

D. Allen: States it is parliamentary procedure being followed; the correct way to do things helps prevent misunderstandings and infighting, etc. Proper procedure is to adjourn until the next meeting on such and such a day at such and such a time. GMO can look it up—here's his *Robert's Rules* book—he stated the board uses it.

GMO: Suggests adjourning until the next meeting. (!!)

D. Allen: States that as a board member there is business which is requested to take place.

D. Wagner: Thursday at 6?

D. Foster: Yes.

D. Allen: Any second?

D. Wagner: Second. All in favor?

Motion carries, unanimous.

RESOLVED: The meeting is adjourned at 10:13pm until next Thursday the 28<sup>th</sup> May 2020, at 6pm.

D. Allen: Will give GMO an agenda to be posted.

Discussion as to who will notify other members as board has no secretary to do so.

Discussion between D. Allen and GMO re posting the agenda. D. Allen states will do so if GMO not comfortable. Someone needs to do it. GMO wants to steer clear of board contention; it feels improper.

GMO would prefer not to do it. D. Allen will do it.

10:17pm

(D. Allen sends notice of adjournment until 6pm the 28<sup>th</sup> May, along with agenda, to all board members.)

Respectfully submitted and attested by current Directors in absence of Secretary:

President: Douglas T. Wagner 6/18/20

Vice President: Urban Allen 18 June 20

Chief Financial Officer: Jamie M. Foster 22 June 2020

Director: Brian J. Smith 6/22/20